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UNITED STATES DISTRICT COURT  
DISTRICT OF SOUTH CAROLINA  
SPARTANBURG DIVISION

Medley, FARM  
10.15  
11/5/86

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UNITED STATES OF AMERICA,  
  
Plaintiff,  
  
v.  
  
RALPH C. MEDLEY, et al.  
  
Defendants.

CIVIL ACTION NO. 7:86-252-3

STIPULATION OF DISMISSAL WITHOUT PREJUDICE OF COMPLAINT  
AGAINST RALPH C. MEDLEY, CLYDE MEDLEY, GRACE MEDLEY, AND  
BARRY MEDLEY, INDIVIDUALLY AND d/b/a MEDLEY'S CONCRETE WORKS

Pursuant to Rule 41(a)(1) of the Federal Rules of Civil Procedure the plaintiff United States of America, defendants Ralph C. Medley, Clyde Medley, Grace Medley and Barry Medley ("the Medleys") and Milliken & Company, Unisphere Chemical Corporation, National Starch and Chemical Corporation and Chas. S. Tanner Co., ABCO Industries, Inc., BASF Corporation, Ethox Chemicals, Inc., Polymer Industries, a division of Morton-Thiokol, Inc. and Tanner Chemical Company (collectively referred to as "other defendant(s)") stipulate that the above-entitled action may be dismissed without prejudice subject to the approval of the Court and the following terms or conditions:

1. It is intended by the parties hereto that this stipulation and the Court's order of dismissal shall in no way vitiate or annul the order of this Court dated November 5, 1986, wherein the Court granted the United States a partial summary judgment on the issue of Ralph C. Medley and Clyde Medley's strict, joint and several liability for all costs incurred by the United States, not inconsistent with the National Contingency Plan, in response actions taken

at or related to the Medley Farm site. It is agreed by the parties hereto that in any subsequent action brought against the Medleys by the United States or by any other defendant under Sections 104, 107, and 113 of the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), 41 U.S.C. §§ 9604, 9607 and 9613, the Medleys shall not contest in any manner a motion by the United States or by any other defendant for partial summary judgment on the issue of Clyde and Ralph Medley's liability related to the Medley Farm site which is substantially the same as the motion for partial summary judgment filed in this action. It is agreed by the Medleys to waive all costs provided for by Rule 41(d) of the Federal Rules of Civil Procedure for this dismissed action in any subsequent action brought by the United States or by any other defendant to this action arising from cross claims or counterclaims previously asserted against the Medleys.

2. The Medleys agree that their claims against the other defendants are to be dismissed without prejudice and the other defendants agree that their claims against the Medleys are to be dismissed without prejudice.

3. This stipulation shall be without prejudice to, and plaintiff reserves, any claims or rights which the United States may have against, or which may yet accrue, against the Medleys, including any claims relating to study and remediation of the Medley Farm site.

4. This stipulation shall be without prejudice to, and plaintiff expressly reserves all claims, demands and causes of action, past or future, judicial or administrative, in law or equity, including but not limited to, cost recovery and injunctive relief and natural resource damages under CERCLA it may have against the Medleys. The Medleys agree that this stipulation is without prejudice to any claim, cross claim or counterclaim asserted against them by any other defendant in this action, and shall not be considered a resolution,

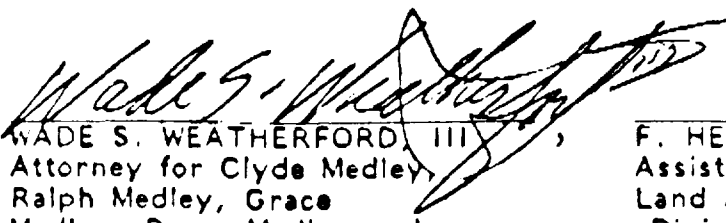
adjudication or waiver of any such claim, cross claim or counterclaim previously asserted against the Medleys or by the Medleys.


5. The Medleys agree that the time between the date from which this stipulation is entered by the court to the date on which the United States or any other defendant files a complaint against the Medleys relating to the Medley Farm Site, will not be included in the time limited by any statute of limitations, if any statute of limitations is applicable. The Medleys shall not assert, raise, or plead against the United States or any other defendant in an answer, motion, or otherwise, any defense or avoidance based on the running of a statute of limitations which includes in its calculation the period described above. The Medleys agree that the statute of limitations is tolled during and for that period.

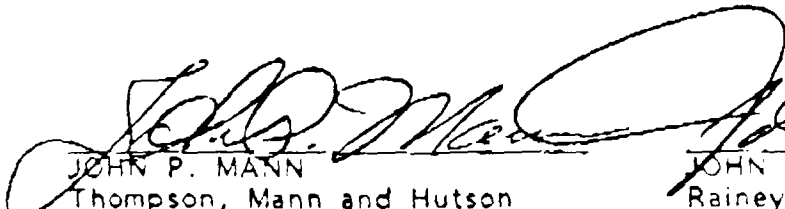
6. The Medleys further agree that in any subsequent action brought under CERCLA by the United States for injunctive relief or recovery of response costs incurred by the United States relating to a release or threatened release of hazardous substances, the Medleys shall not assert, raise, or plead against the United States in an answer, motion or otherwise any defense or avoidance that the United States is in any manner precluded or barred from instituting such an action by the principles of laches, res judicata or rules against claim splitting.

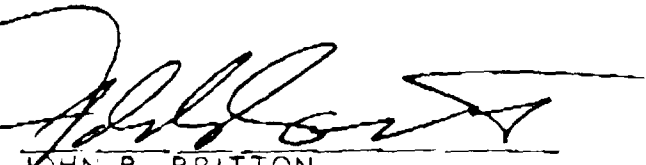
FOR THE DEFENDANTS:


FOR THE PLAINTIFF:

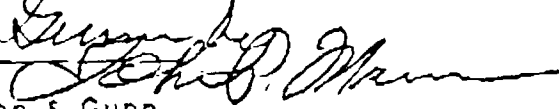
  
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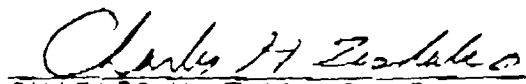
  
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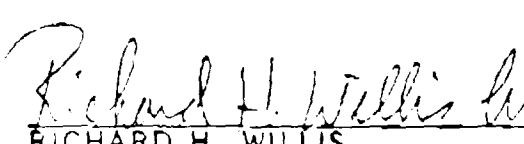
  
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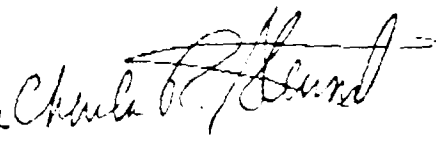
  
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FOR THE PLAINTIFF:

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U.S. Department of Justice  
Washington, D.C. 20530

SO ORDERED AND ENTERED this \_\_\_\_ day of \_\_\_\_\_,  
1987.

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UNITED STATES DISTRICT JUDGE